

**Reading Broadcasting, Inc.
FCC Form 323, Exhibit 3
Appendix**

Record Number 95
Shareholder Name Aurandt, Henry N. & Helen K, TEI
Shareholder Address 327 Fort Howell Drive
City State Zip Code Hilton Head Island SC 29926
Citizenship USA
Gender Male/Female
Ethnicity Not Hispanic or Latino
Race White
Corporate Position None
Certificate Number 95A
Number of Shares 23869
Percentage Ownership 1.9910 percent
Number of Votes 23869
Percentage of Vote 1.9910 percent

Record Number 96
Shareholder Name STV Reading, Inc.
Shareholder Address 327 Fort Howell Drive
City State Zip Code Hilton Head Island SC 29926
Citizenship Pennsylvania corporation
Gender Business Association
Ethnicity N/A
Race N/A
Corporate Position None
Certificate Number 96A
Number of Shares 11844
Percentage Ownership 0.9879 percent
Number of Votes 11844
Percentage of Vote 0.9879 percent

Record Number 97
Shareholder Name Aurandt, Henry N., Tee fbo Emplpye Pens. Plan
Shareholder Address 327 Fort Howell Drive
City State Zip Code Hilton Head Island SC 29926
Citizenship USA
Gender Male
Ethnicity Not Hispanic or Latino
Race White
Corporate Position None
Certificate Number 97A
Number of Shares 4247
Percentage Ownership 0.3542 percent
Number of Votes 4247
Percentage of Vote 0.3542 percent

Record Number 98
Shareholder Name Aurandt, Henry N., Trustee
Shareholder Address 327 Fort Howell Drive
City State Zip Code Hilton Head Island SC 29926
Citizenship USA
Gender Male
Ethnicity Not Hispanic or Latino
Race White
Corporate Position None
Certificate Number 98A
Number of Shares 3000
Percentage Ownership 0.2502 percent
Number of Votes 3000
Percentage of Vote 0.2502 percent

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Record Number 99
Shareholder Name Longenecker, Roger N. and Carole, TEI
Shareholder Address R.D.#1, Box 108
City State Zip Code Leesport PA 19533
Citizenship USA
Gender Male/Female
Ethnicity Not Hispanic or Latino
Race White
Corporate Position None
Certificate Number 89A
Number of Shares 16105
Percentage Ownership 1.3434 percent
Number of Votes 16105
Percentage of Vote 1.3434 percent

Record Number 100
Shareholder Name Pavloff, George
Shareholder Address 1033 Oakpointe Place
City State Zip Code Atlanta GA 30338
Citizenship USA
Gender Male
Ethnicity Not Hispanic or Latino
Race White
Corporate Position None
Certificate Number 88A
Number of Shares 4565
Percentage Ownership 0.3807 percent
Number of Votes 4565
Percentage of Vote 0.3807 percent

Record Number 101
Shareholder Name Bowers, Ben F.
Shareholder Address 420 Fruitfarm Road
City State Zip Code Royersford PA 19468
Citizenship USA
Gender Male
Ethnicity Not Hispanic or Latino
Race White
Corporate Position None
Certificate Number 87A
Number of Shares 4245
Percentage Ownership 0.3541 percent
Number of Votes 4245
Percentage of Vote 0.3541 percent

Record Number 102
Shareholder Name Kirkpatrick, Helen
Shareholder Address 5 Williamsburg
City State Zip Code Hershey PA 17033
Citizenship USA
Gender Female
Ethnicity Not Hispanic or Latino
Race White
Corporate Position None
Certificate Number 101A
Number of Shares 913
Percentage Ownership 0.0761 percent
Number of Votes 913
Percentage of Vote 0.0761 percent

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Appendix**

Record Number 103
Shareholder Name Linton, Jack A. and Nancy A. TEI
Shareholder Address 57 Winchester Court
City State Zip Code Reading PA 19606
Citizenship USA
Gender Male/Female
Ethnicity Not Hispanic or Latino
Race White
Corporate Position None
Certificate Number 102A
Number of Shares 4398
Percentage Ownership 0.3668 percent
Number of Votes 4398
Percentage of Vote 0.3668 percent

Record Number 46
Shareholder Name Muir, Mary Ethlyn
Shareholder Address 3 Crab Road
City State Zip Code Sequim WA 98382
Citizenship USA
Gender Female
Ethnicity Not Hispanic or Latino
Race White
Corporate Position None
Certificate Number 100A
Number of Shares 2739
Percentage Ownership 0.2284 percent
Number of Votes 2739
Percentage of Vote 0.2284 percent

EXHIBIT 17

1 Q That's no problem.

2 A

3 MR. BECHTEL: Exhibit 7, a trustee
4 proxy coupled with an interest.

5 (Parker Deposition Exhibit No. 7
6 was marked for identification.)

7 BY MR. BECHTEL:

8 Q I have two questions designed to
9 acquaint me with the efficacy of this proxy.

10 On the second page there is a
11 reference to the receipt of some wire
12 transfer of money as a condition to the
13 execution and delivery of the document and my
14 question is, did that occur?

15 A Yes.

16 Q The second question has to do on
17 the first page, second paragraph from the
18 bottom, the, as I'm reading this, and this is
19 not my field, but as I'm reading this, the
20 proxy continues until an indebtedness to
21 Partel, Inc, has been satisfied under a loan
22 agreement and stock pledge agreement bearing

1 the same date and my question is I assume
2 that indebtedness has not yet been satisfied?

3 A That is correct.

4 MR. BECHTEL: I would request that
5 we have a copy of the loan agreement and
6 stock pledge agreement.

7 MR. HUTTON: What's the relevance
8 of those?

9 MR. BECHTEL: What's the relevance,
10 well it's required under the FCC rules to be
11 filed. I don't think you filed it and,
12 secondly, the relevance of all of this goes
13 to the purse that relying on of local
14 ownership meaning much with regard to this
15 station.

16 MR. HUTTON: Well, I'll review the
17 document and make a decision then.

18 MR. BECHTEL: Well let me know what
19 you're going to do on that so I can file my
20 motion. All right, Exhibit 8.

21 (Parker Deposition Exhibit No. 8
22 was marked for identification.)

PROXY COUPLED WITH AN INTEREST

KNOW ALL PERSONS BY THESE PRESENTS that I or we, Henry N. Aurandt, M.D., and Helen K. Aurandt, stockholders holding interest jointly or severally in READING BROADCASTING, INC., or controlling entities holding such stock as follows:

Henry N. and Helen K. Aurandt, TEI	Certificate No. 2A	17,537 shares
Henry and Helen K. Aurandt, Pledgors	Certificate No. 52A	18,082 shares
Henry N. Aurandt, M.D., Trustee	Certificate No. 51A	4,477 shares
Henry N. Aurandt, M.D., Trustee for Employee Pension Plan	Certificate No. 22A	6,331 shares
Helen K. Aurandt, Attorney-in-Fact for Helen Kirkpatrick	Certificate No. 41A	1,362 shares
STV Reading, Inc, a Pennsylvania corporation, Henry N. Aurandt, M.D., President	Certificate No. 29A	17,674 shares

for an aggregate of 65,463 shares, or to the extent that we hold of record or beneficially any other share in the Corporation now or in the future with the right to vote said shares or exercise the right to vote said shares on behalf of another, do hereby make, constitute and appoint

Michael L. Parker

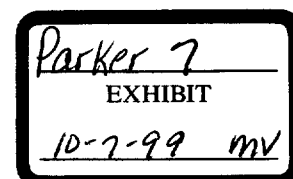
or his assigns, with full power of substitution, the true and lawful attorneys and proxies of the undersigned for and in my or our name, place and stead in respect to such stock or any other stock received by the attorney or attorneys, or his or their substitute or substitutes, in said Corporation, or any other corporation or corporations in respect hereof, for the following purposes: to represent and vote for the undersigned at all meetings, regular or special, of said Corporation, or all special or regular meetings; to consent to and enter into any transaction, contracts, reorganization, recapitalization, dissolution, changes of name, or other acts of whatsoever kind or nature requiring the consent of stockholders or for which the consent of the stockholders is requested by the Corporation, and generally and without limitation because of the specific conferment of authority hereby conferred, to do any and all acts and things that the undersigned might or could do in respect to such the stock in said Corporation, cash, securities or other consideration.

This Proxy is deemed coupled with an interest and remains irrevocable pursuant to 15 Pa. C. S. #1755 (1997) during and for the period ending at the satisfaction of all indebtedness to Partel, Inc., pursuant to a certain *Loan Agreement and Stock Pledge Agreement* of even date herewith is fully discharged (without regard to whether that period exceeds the period of time set out in 15 Pa. C. S. #1759(C))

And the undersigned hereby agree that, in consideration of the acceptance of the authority hereby conferred and of the undertaking of the attorney or his substitute or substitutes, to act uniformly on behalf of all the stock for which the attorney hold proxies or the right to vote, subject

Unique Identification Code: 29928-____

- Proxy, Page 1 of 2 Pages -

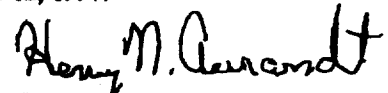


to their instructions designating persons to receive new stock, cash, securities or other consideration, this power of attorney is coupled with an interest and is irrevocable, and the undersigned hereby ratify and confirm all that said attorney and proxy or proxies, or their substitute, or substitutes, may lawfully do or cause to be done by virtue hereof.

The execution and delivery of this document is expressly conditioned upon the receipt of \$155,000 by wire transfer to Nations Bank NA - Attn: Hilton Head - ABA # 053904483 - to further credit account # 745068684 in name of Henry N. & Helen K. Aurandt.

Mike Parker and Partel, Inc., agree to exercise good faith and fair dealing in finalizing the aforementioned *Loan Agreement and Stock Pledge* and in accordance with the terms set forth in a facsimile transmission from Mike Parker to Henry N. Aurandt, M.D. dated November 10, 1997.

IN WITNESS, we have hereunto set my or our hand on November 12, 1997.



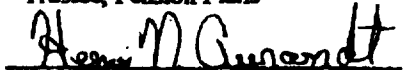
Henry N. Aurandt, M.D.

Individually



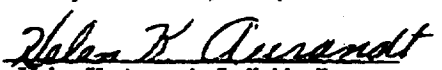
Henry N. Aurandt, M.D.

Trustee, Pension Plans

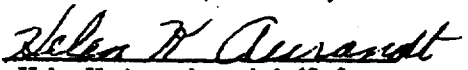


STV Reading Inc., by

Henry N. Aurandt, M.D., President



Helen K. Aurandt, Individually



Helen K. Aurandt, on behalf of

Helen Kirkpatrick, pursuant to

Power of Attorney

Henry N. Aurandt, M.D.
Helen K. Aurandt
9 Covington Court
Hilton Head, South Carolina 29928

Unique Identification Code: 29928-_____

EXHIBIT 18

1 a large market, you don't necessarily get
2 muss carry just simply by delivering your
3 signal to the cable head in.

4 Q Unless you're Paxson?

5 A Unless you buy it, yeah.

6 Q Whose idea was the really neat
7 title Two If By Sea?

8 A Mine.

9 Q Our next topic is Dallas, Texas.
10 I'm going to ask you a stupid question, but
11 I've never seen one before, what's a short
12 wave radio station look like, is it a studio,
13 is there offices, a hole in the wall?

14 A Well, if you're talking about mine
15 in Dallas, or in --

16 Q I'm talking about, yes.

17 A It's got about six towers, two
18 transmitters, large building. There's not a
19 huge studio space, but it does have the
20 ability to originate programming and most
21 importantly it has a bathroom.

22 Q Most importantly, I didn't hear the

1 word?

2 A It has a bathroom. For a long time
3 it didn't.

4 Q Oh, really.

5 A Well, when we built the new
6 building, we made sure we got a bathroom.

7 Q What are the circumstances under
8 which you became involved in the short wave
9 radio station KAIJ in Dallas, Texas?

10 A I had a client who wanted to buy
11 it, Christine Shaw, who had problems with the
12 FCC and it became apparent she wasn't going
13 to be able to buy it, so I bought it and have
14 operated it ever since.

15 Q Do you sell ads on this station?

16 A No. We rebroadcast Wescott
17 Christian Center 24 hours a day.

18 Q But it can be done commercially, in
19 other words, they can pay you to do that?

20 A They do, believe me.

21 Q You own that station lock, stock
22 and barrel?

1 A That is correct.

2 Q How many employees do you have
3 there?

4 A I think, that varies from time to
5 time. I think right now I have two, but
6 generally I have three. But I just had a
7 gentleman work for me pass away and he hasn't
8 been replaced yet, but. Then I have an
9 engineer I hire, but he's not a full-time
10 employee, but contract engineer, on top of
11 that.

12 But there are two to three
13 full-time employees.

14 Q Spend much time overseeing this
15 operation?

16 A Oh, I probably talk to my manager
17 there, I suppose on average, once a day.

18 Q Did you ever visit the station?

19 A Yeah, probably once or, I'd say
20 about once a year.

21 Q Same question 29 Palms?

22 A 29 Palms, I probably get there

1 BY MR. BECHTEL:

2 Q This is Exhibit 10. That's the
3 documents pertaining to the purchase of the
4 Dallas station?

5 You mentioned yesterday, I believe,
6 that Ms. Shaw could not be cleared at the FCC
7 to acquire the license and you, and she was
8 your client.

9 A That is correct.

10 Q So you took over the purchase of
11 the agreement.

12 Did you really buy this for 1,000
13 dollars?

14 A That's correct.

15 Q Fair market value, what was it
16 worth?

17 A Same exact price she paid for
18 it, 1,000 dollars.

19 Q Did you really buy 29 Palms for a
20 dollar?

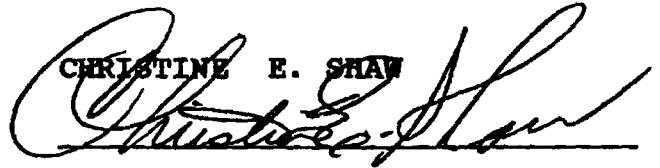
21 MR. HUTTON: Objection, relevance.
22 Go ahead and answer it.

PURCHASE AGREEMENT

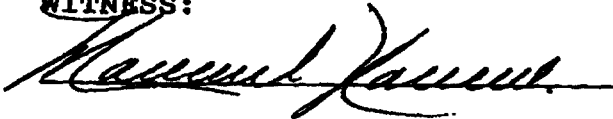
This Agreement is made and entered into by and among Christine E. Shaw ("Assignor"); and Two If By Sea Broadcasting, a Delaware Corporation ("Assignee"). Assignor hereby assigns to Assignee all rights and or interests in the licence for International Shortwave Radio Station KCBI, Dallas, Texas ("Station") including all the rights, previleges, responsibilities and conditions named in the attached Agreement, which by reference is made a part hereof, by which the Criswell Center for Biblical Studies, a Texas corporation, agreed to transfer said License to Christine E. Shaw. This assignment is authorized by the attached Agreement and it is agreed by the parties that the full consideration for said assignment will be the payment of One Thousand Dollars (\$1,000) to Christine E. Shaw by Cashiers Check a copy of which is attached hereto and full payment of which is hereby acknowledged.

Dated this 29 day of JULY, 1992

CHRISTINE E. SHAW

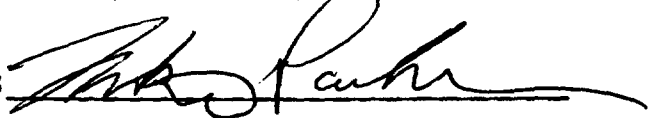


WITNESS:

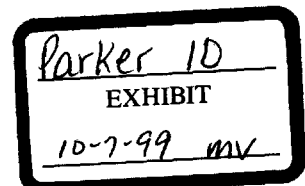


TWO IF BY SEA BROADCASTING CORP.

By:



WITNESS:



ASSIGNMENT CONSENT AGREEMENT

Reference herein is made to that certain AGREEMENT dated November 28, 1990, executed by and between Criswell Center for Biblical Studies ("Seller") and Christine E. Shaw ("Buyer"), a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference.

Pursuant to said AGREEMENT, and for valuable consideration, Seller assigned to Buyer the short-wave radio license (and all rights appurtenant thereto) in and for the international broadcast station KCBI, Dallas, Texas (hereinafter, the "License").

NOW, THEREFORE, pursuant to this ASSIGNMENT CONSENT AGREEMENT, Seller hereby further grants Buyer express permission to reassign said License, at Buyer's sole discretion, to a third party of Buyer's own choosing, subject to the terms and conditions set forth in the AGREEMENT appended hereto.

Executed on the dates hereinafter included:

Criswell Center for Biblical Studies

By: 

Date: 1/6/92

AGREEMENT

THIS AGREEMENT made this 28 day of Nov., 1928 by,
between and among Oriswell Center for Biblical Studies, a Texas
corporation, (hereinafter called Seller), and Christina M. Shaw
(hereinafter called Buyer),
WITNESSETH:

WHEREAS, Seller is the licensee of International
broadcast station KGBI, Dallas, Texas (hereinafter called
Station);

WHEREAS, Buyer desires to acquire Station;

WHEREAS, the consent of the Federal Communications
Commission (hereinafter called Commission) is a condition
precedent;

NOW, THEREFORE, in consideration of the mutual promise
and covenants herein contained, the parties intending to be
legally bound, do hereby agree as follows:

1) The consummation of this agreement shall not take
place until after the Commission has issued its written consent
to the assignment of the license for Station;

2) Seller for the consideration of one thousand
dollars (\$1,000.00) delivered with this agreement, and receipt of
which is acknowledged by Seller by the execution of this
agreement, does hereby agree, subject only to Federal
Communications Commission approval, to assign its short-wave
radio license, which it presently holds under the authority of
the Federal Communications Commission, referenced in FCC files
as: File No. 81-1990718HU, to Buyer;

3) Buyer agrees to file all necessary documentation
with the Federal Communications Commission required for
application for FCC approval of this assignment. Buyer
represents that she is a United States citizen and is legally
qualified to be a licensee of the Federal Communications
Commission;

4) Seller agrees to fully cooperate with Buyer and
the Federal Communications Commission by expeditiously providing
any additional information or documentation reasonably requested,
and to otherwise use its best efforts to obtain a grant of this
assignment;

5) Whereupon Buyer has already provided consideration to Seller, consummation of this agreement shall take place automatically upon written notification of grant by the Federal Communications Commission. Parties agree that Buyer shall have authority to provide written notification of consummation to the Commission.

6) The signatory for seller affirms hereby that he is legally authorized to act on behalf of seller to execute this agreement.

Executed on the dates hereafter included:

Christine M. Shaw

Date: Nov 28 1988

Address: 1A Oak Knoll Terrace
Pasadena, CA 91106

Oridwell Center for Biological Studies

by

Date: 11-27-88

Address: 411 Ryan Plaza
Arlington, TX 76011

EXHIBIT 19

FEDERAL COMMUNICATIONS COMMISSION

WASHINGTON, D.C. 20554

IN REPLY REFER TO:

June 20, 1991

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

Ms. Christine Shaw
c/o Patricia L. Glaser, Esq.
Christensen, White, Miller,
Fink & Jacobs
2121 Avenue of the Stars
Eighteenth Floor
Los Angeles, CA 90067

Dear Ms. Shaw:

This letter concerns your Application for Consent to Assignment of Broadcast Construction Permit or License filed November 30, 1990, seeking the transfer of international short-wave station KCBT, Dallas, Texas, from Criswell Center for Biblical Studies to Christine E. Shaw. Before the Commission can approve the transfer of KCBT, it must first determine that the transfer would serve the public interest, convenience and necessity. The Commission is unable to make this determination because of questions it has concerning whether the application is really controlled by you or by Dr. W. Eugene Scott (Dr. Scott) and/or organizations he controls.

In order to resolve these questions, the Commission directs that you answer the following questions or provide the following documents concerning your financial relationship with Dr. Scott.

1. With regard to your joint interest with Dr. Gene Scott, Inc. in "Silver Oaks Ranch":

A. Identify each officer, director and shareholder of Dr. Gene Scott, Inc. With regard to each person identified, specify that person's association, if any, with Dr. Scott, Wescott Christian Center, Delores Press and Faith Center, Inc., or any other group or organization associated with any of the aforementioned;

B. Identify those persons who made the decision to provide you with a 10% interest in the ranch. With respect

EXHIBIT A

to each person identified, set forth his or her association, if any, with Dr. Scott or any organization controlled or associated with him;

C. Specify any other properties currently owned or previously owned by you in which Dr. Gene Scott, Inc., Dr. Scott or any organization controlled or associated with him had an ownership interest. With regard to each property identified, specify:

1. The nature of your interest;
2. How you obtained your interest (gift, purchase inheritance). If gift or inheritance specify source of the property and when it was received;
3. If you purchased your interest, the source of the funds used to purchase the interest;
4. When you obtained your interest;
5. Whether you still have an interest; and
6. If you no longer have an interest, what was the disposition of your interest in the property.

D. If you own any real estate independent of Dr. Scott and the organizations identified in A, supra, identify each such property and the source of the money used to purchase the property.

2. With regard to the stamp collection on which you relied in the Avalon proceeding to establish your financial qualifications:

A. Provide any documents which establish your ownership of the stamps prior to February 10, 1986 (the date on which you filed your application for Avalon);

B. Provide any documents which establish and identify who is the current owner of the stamps;

C. Specify whether Karol Zbigniew Weyna, President of the Wilshire Stamp Co., has any connection with Dr. Scott, Dr. Gene Scott, Inc., Wescott Christian Center, Delores Press or Faith Center, Inc. and, if so, specify the nature of that relationship.

D. Specify what, if any, involvement Delores Press has with philatelic sales.

3. With regard to your present employment:
 - A. By whom are you currently employed?
 - B. What are your duties and title?
 - C. If you any other source of income, identify that source.
4. With regard to non-publicly traded corporations of which you are currently an officer, director or shareholder specify any interest or position Dr. Scott may have in such corporation.
5. With regard to your financial interest in horses:
 - A. Provide evidence of your ownership of horses prior to the filing of your application for Avalon;
 - B. Identify the source of your interest in the Hanscomp partnership;
 - C. Identify the companies that insure the horses identified on the list of insured horses provided by Al Schlom, dated April 11, 1989 (included in your Response filed on November 20, 1989, in the Avalon, California, proceeding);
 - D. With regard to Mr. Schlom, specify any connection he may have with Dr. Scott, Dr. Gene Scott, Inc. or any other organization connected in any way to Dr. Scott; and
 - E. Specify any connection Patty Milligan, who provided the appraisal of the horses included in your Response filed on November 20, 1989, in the Avalon proceeding, has with Dr. Scott, or Dr. Gene Scott, Inc. or any organization associated in any way with Dr. Scott.
6. With regard to the pieces of art identified in the April 15, 1989, appraisal by Philip Garaway (included in your Response filed on November 20, 1989, in the Avalon proceeding), provide evidence of your ownership thereof prior to the filing of your application for Avalon.
7. With regard to Philip Garaway, specify any relationship he may have with Dr. Scott or Dr. Gene Scott, Inc. or any organization in any way connected to Dr. Scott.
8. With regard to your oriental rug collection, provide

EXHIBIT 20

1 Q Again, Norwell, describe what you
2 did with respect to programming.

3 A The Norwell station I think we,
4 well I know it was Paxson's programming that
5 went on there, but I'm not, I don't really
6 recall which program service we had at that
7 point, whether it was his info mall or Pax
8 Net or whatever.

9 Whatever he was running at that
10 time is what we had on there, plus the other,
11 that was the major source of programming.
12 Then we had other community type programming.

13 Q The circumstances for the
14 termination of your relationship with the
15 station were?

16 A We sold it.

17 Q The next in our trusty Exhibit 2
18 is 29 Palms TV station, Channel 31. I needed
19 to look up where that was.

20 A In the middle of nowhere.

21 Q That's in the desert, isn't it?
22 Describe the circumstances under which you

1 became involved in the television station
2 in 29 Palms.

3 A Basically I, let's see, I'm trying
4 to remember. First, I think I was the
5 consultant for the guy who went out and got
6 it, then I bought it from him. He got the
7 construction permit and then he couldn't go
8 forward with it, so I purchased the
9 construction permit from him.

10 Q Why did you purchase a construction
11 permit in the desert?

12 A Because I was trying to get it on
13 cable in Los Angeles, that's the only reason
14 anyone would ever own that station. Its only
15 distinct characteristic is it's in San
16 Bernadino County, which is part of the Los
17 Angeles element.

18 Q So all you need to do is get your
19 signal to the head in?

20 A That sounds real good, unless you
21 look at the mountain ranges in between.

22 Q This one you owned lock, stock and

1 barrel?

2 A That's correct.

3 Q You oversaw the construction?

4 A Yes.

5 Q You set programming policy?

6 A Yes.

7 Q You oversee the station operation?

8 A That's correct.

9 Q What does the station operation
10 consist of staff wise or what have you?

11 A Two employees, we operate the
12 minimum hours required by the FCC, and
13 basically it's a holding ashen to see if we
14 can come up with a tower site that will cover
15 part of Los Angeles and still cover 29 Palm.

16 Q Why don't you just run fiberoptic
17 cable across the mountains, is that too
18 expensive?

19 A Well, there's case law in Los
20 Angeles, especially in that market in terms
21 of, I'm sure you're aware, around the rest of
22 the country, when you're in a fringe area of